

SunOpta Inc.  
Form 8-K  
May 12, 2016

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 10, 2016**

**SUNOPTA INC.**

*(Exact name of registrant as specified in its charter)*

**Canada**  
*(State or other jurisdiction of  
incorporation)*

**001-34198**  
*(Commission File Number)*

**Not Applicable**  
*(IRS Employer Identification  
No.)*

**2233 Argentia Road, Suite 401**  
**Mississauga, Ontario, L5N 2X7, Canada**  
*(Address of Principal Executive Offices)*

**(905) 821-9669**  
*(Registrant's telephone number, including area code)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

SunOpta Inc. (the Company) held an Annual and Special Meeting of Shareholders on May 10, 2016 (the Meeting). The matters voted upon at the Meeting included (1) the election of seven directors of the Company for the ensuing year; (2) the appointment of Deloitte LLP as the independent registered public accounting firm and auditor of the Company for the ensuing year and to authorize the Audit Committee of the Company to fix their remuneration; (3) a non-binding, advisory resolution to approve the compensation of the Company's named executive officers; (4) a proposal to ratify and confirm the Company's Advance Notice By-Law No. 15 relating to advance notice of proposed nominations to the Company's board; (5) a proposal to ratify and confirm the Company's Shareholder Rights Plan; and (6) a proposal to re-approve and amend the Company's 2013 Stock Incentive Plan.

Our scrutineer reported the vote of the shareholders as follows:

**1. Election of Directors**

| <u>Director Name</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|----------------------|------------------|-----------------------|--------------------|-------------------------|
| Jay Amato            | 49,542,237       | 1,637,270             | 0                  | 9,354,568               |
| Margaret Shan Atkins | 41,038,230       | 10,141,277            | 0                  | 9,354,568               |
| Michael Detlefsen    | 50,152,349       | 1,027,158             | 0                  | 9,354,568               |
| Douglas Greene       | 49,632,873       | 1,546,634             | 0                  | 9,354,568               |
| Katrina Houde        | 41,566,470       | 9,613,037             | 0                  | 9,354,568               |
| Hendrik Jacobs       | 50,155,898       | 1,023,609             | 0                  | 9,354,568               |
| Alan Murray          | 40,807,975       | 10,371,532            | 0                  | 9,354,568               |

**2. Appointment of Independent Registered Public Accounting Firm**

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 59,042,817       | 798,624              | 692,634            | 0                       |

**3. Advisory Resolution Regarding the Compensation of the Company's Named Executive Officers**

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 41,113,263       | 9,572,841            | 493,403            | 9,354,568               |

**4. Resolution to Confirm the Company's Advance Notice By-Law No. 15**

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 39,840,216       | 11,255,313           | 83,978             | 9,354,568               |

**5. Resolution to Ratify and Confirm the Company's Shareholder Rights Plan**

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 37,432,916       | 13,510,296           | 236,295            | 9,354,568               |

**6. Resolution Re-Approving and Amending the Company's 2013 Stock Incentive Plan**

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 39,290,552       | 11,771,871           | 117,084            | 9,354,568               |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SUNOPTA INC.

By: */s/ Jill Barnett*  
Jill Barnett  
General Counsel & Corporate Secretary

Date: May 12, 2016

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